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**GARRY R. SPEAR
ATTORNEY AT LAW
350 N.W. 12th Avenue, Suite 150
Deerfield Beach, Florida 33442**

Garry R. Spear
Gspear1944@aol.com

VIA FEDEX

December 24, 2002

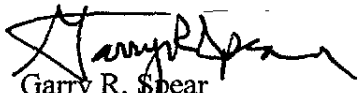
Secretary of State
Division of Corporations
304 E. Gaines Street
Tallahassee, Florida 32399

Re: Enclosed Articles of Incorporation for MediCompliant Solutions II, Inc. and
Clearview Remodeling, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for MediCompliant Solutions II, Inc.
and for Clearview Remodeling, Inc. The \$70.00 filing fees for each respective
corporation are enclosed. Thank you for your assistance in this matter.

Sincerely,


Garry R. Spear
Attorney at Law

Copy: file

ARTICLES OF INCORPORATION
OF
MEDICOMPLIANT SOLUTIONS II, INC.

02 DEC 27 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE
NAME

The name of the corporation shall be:
MEDICOMPLIANT SOLUTIONS II INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful activity for which may be organization
under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 10,000,000
shares, all of which shall be common shares with \$.01 par value.

ARTICLE FIVE
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

350 N.W. 12th Avenue
Suite 150
Deerfield Beach, Florida 33442

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Garry R. Spear, Attorney at Law, 350 N.W. 12th Avenue, Suite 150, Deerfield Beach, Florida 33442, and the initial registered agent at such address is Garry R. Spear, Esq.

ARTICLE SEVEN
BOARD OF DIRECTORS

The number of members of the board of directors may be changed from time to time as provided by the by-laws of the corporation as adopted by the stockholders; but, in no event shall the board of directors consist of less than three (3) members at any time. The names and addresses of the three initial directors of the corporation shall be:

Evan Brovenick
350 N.W. 12th Avenue
Suite 150
Deerfield Beach, Florida 33442

David Blechman
350 N.W. 12th Avenue
Suite 150
Deerfield Beach, Florida 33442

Garry R. Spear
350 N.W. 12th Avenue
Suite 150
Deerfield Beach, Florida 33442

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Garry R. Spear, Esq.
350 N.W. 12th Avenue
Suite 150
Deerfield Beach, Florida 33442


ARTICLE NINE
INDEMNIFICATION

To the greatest extent allowed by law, the corporation shall indemnify and hold harmless the directors and officers of the corporation.

ARTICLE TEN
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 24th day of December, 2002.



Garry R. Spear, Esq.
Incorporator

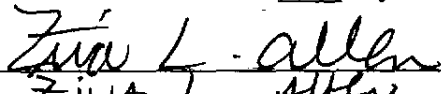
STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Garry R. Spear, Esq., to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 24th day of December, 2002

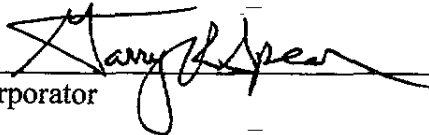
ZIVA L. ALLEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD145859
EXPIRES 06/31/2006
BONDED THRU 1-888-NOTARY1



ZIVA L. ALLEN
Notary Public
State of Florida

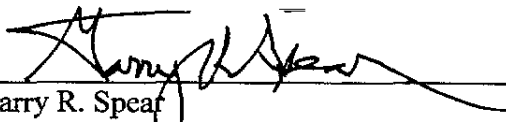
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT FOR SERVICE
OF PROCESS**

The undersigned hereby designates Garry R. Spear, Attorney at Law, as its registered agent to accept service of process within this state.



Incorporator

Having been named as Registered Agent and to accept service of process for the above-named corporation in the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and is familiar with and agrees to comply with the provisions of the law applicable to said designation.



Garry R. Spear
Attorney at Law

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA